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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is JHFP, Inc.

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 1001 Lincoln St.
(Street number and name)

Denver CO 80203
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
(if an individual) Feldmann Sarah
(Last) (First) (Middle) (Suffix)

OR

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 1001 Lincoln St.
(Street number and name)

Denver CO 80203
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

CO
(State)

(ZIP Code)

(The following statement is adopted by marking the box.)

☒ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Feldmann

Sarah

(Last)

(First)

(Middle)

(Suffix)

OR

(if an entity)

(**Caution:** Do not provide both an individual and an entity name.)

Mailing address

1001 Lincoln St.

(Street number and name or Post Office Box information)

Denver

(City)

CO

(State)

80203

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

☐ The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See Article V, section 5.2(d), of the attached Articles of Incorporation.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

☒ This document contains additional information as provided by law.

8. (**Caution:** Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

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Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

| | | | |
|---|----------------------|-------------------|----------|
| <u>Weber</u> | <u>Jason</u> | | |
| (Last) | (First) | (Middle) | (Suffix) |
| <u>400 E Van Buren St</u> | | | |
| (Street number and name or Post Office Box information) | | | |
| <hr/> | | | |
| <u>Phoenix</u> | <u>AZ</u> | <u>85004</u> | |
| (City) | (State) | (ZIP/Postal Code) | |
| <hr/> | | | |
| | <u>United States</u> | | |
| (Province – if applicable) | (Country) | | |

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**ARTICLES OF INCORPORATION
OF
JHFP, INC.**

Pursuant to the Colorado Revised Nonprofit Corporation Act, as amended (the “Act”), the natural person designated in Article XI below, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Act and adopts the following Articles of Incorporation (the “Articles”):

**ARTICLE I
NAME AND OFFICE**

The name of the Corporation is JHFP, Inc., a Colorado nonprofit corporation (the “Corporation”). The Corporation's principal place of business and mailing address is 1001 Lincoln St., Denver, CO 80203.

**ARTICLE II
REGISTERED AGENT AND ADDRESS**

The registered agent of the Corporation is Sarah Feldmann, and the address of the registered agent is 1001 Lincoln St., Denver, CO 80203.

**ARTICLE III
PERIOD OF DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV
PURPOSES**

The Corporation is organized and shall be operated exclusively for nonprofit purposes consistent with the Act and Section 527 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any other Internal Revenue Code or federal revenue law hereafter in effect (the "Code"). The Corporation may carry on any other lawful activity consistent with the provisions of these Articles, the Act and all applicable state and federal law.

**ARTICLE V
POWERS**

5.1 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 5.2 of this Article V, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Colorado and may do everything necessary or convenient for the accomplishment of any of the Corporation purposes either alone or in connection with other corporations, firms, agencies or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

5.2 Restrictions on Powers. The following restrictions shall exist upon the powers of the board of directors, officers, and others:

- (a) no part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.
- (b) no part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.
- (c) these Articles specifically prohibit any grants or loans to any member of the board of directors or officers of the Corporation. Reasonable compensation for services in fact provided to the Corporation may be paid to any person, including members of the board of directors of the Corporation.
- (d) upon dissolution of the corporation, all of its assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Code, and with purposes similar to those of the corporation, as determined by the corporation's board of directors.

ARTICLE VI MEMBERS

The Corporation shall have no voting members.

ARTICLE VII BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be vested in a board of directors, except as otherwise provided in the Act, these Articles or the Bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation from time to time in force.

ARTICLE VIII LIMITATION OF LIABILITY OF DIRECTORS FOR BREACH OF FIDUCIARY DUTIES

No director of the Corporation shall have liability to the Corporation for breach of fiduciary duties as a director of the Corporation. The forgoing limitation shall not eliminate a director's liability for:

- (a) breach of the duty of loyalty to the Corporation;
- (b) any acts or omissions of the director not taken in good faith;
- (c) any acts or omissions of the director involving intentional misconduct or a knowing violation of the law;
- (d) any liability for unlawful distributions under C.R.S. § 7-128-403 (relating to unlawful distributions);
- (e) any other transaction from which the director derived an improper personal benefit; or
- (f) any other act for which indemnification of directors is prohibited under the provisions of the Act.

ARTICLE IX INDEMNIFICATION

9.1 No Limitation on Indemnification. Nothing in these Articles shall be construed to limit or restrict the ability of the Corporation:

- (a) to indemnify its officers, directors, employees, fiduciaries or agents against liabilities asserted against or incurred by such officers, directors, employees, fiduciaries or agents for actions taken by (or omissions of) such persons in such capacities; and
- (b) to advance the counsel fees of its officers, directors, employees, fiduciaries or agents incurred in defending liabilities asserted against or incurred by such officers, directors, employees, fiduciaries or agents for actions taken by (or omissions of) such persons in such capacities.

9.2 Procedures for Indemnification. Except as set forth in the Act or as set forth in the Bylaws of the Corporation, indemnification of officers, directors, employees, fiduciaries or agents shall not be mandatory. Indemnification, when permissive under the Act shall be granted as set forth from time to time in the Bylaws of the Corporation.

ARTICLE X BYLAWS

The Bylaws of the Corporation shall be adopted by the board of directors of the

Corporation. Except to the extent otherwise provided in the Bylaws, the board of directors shall have the power to alter, amend or repeal the Bylaws from time to time in force and to adopt new Bylaws upon the majority vote of the board of directors. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with law or these Articles, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of the Corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE XI INCORPORATOR

The name and address of the incorporator is:

Sarah Feldmann
1001 Lincoln St.
Denver, CO 80203